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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, *et al.*,) Chapter 11
Debtors.) Jointly Administered

**DECLARATION OF JEFFREY M. DINE
IN SUPPORT OF FGIC TRUSTEES' OPPOSITION TO MOTION IN LIMINE TWO**

I, Jeffrey M. Dine, declare as follows:

1. I am an attorney with the firm Seward & Kissel LLP, attorneys for U.S. Bank National Association (“U.S. Bank”), as Trustee of Certain Mortgage-Backed Securities Trusts.

2. I respectfully submit this Declaration in support of the opposition (the “Opposition”) of U.S. Bank, The Bank of New York Mellon, The Bank of New York Mellon

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Trust Company, N.A., and Wells Fargo Bank, N.A. (collectively the “FGIC Trustees”) to the motion *in limine* (“In Limine Motion Two” or the “Motion”) of Monarch Alternative Capital LP, Stonehill Capital Management LLC, and Bayview Fund Management LLC, each in its capacity as investment advisor to certain funds, and CQS ABS Alpha Master Fund Limited and CQS ABS Master Fund Limited (collectively the “Objectors”), to preclude the testimony of Dr. S.P. Kothari (“Dr. Kothari”) regarding the *Debtors’ Motion Pursuant to Fed. R. Bankr. P. 9019 For Approval of the Settlement Agreement Among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors* (the “FGIC 9019 Motion”) [Docket No. 3929].

3. Attached as Exhibit 1 is a copy of excerpts of the Ibbotson Cost of Capital 2013 Yearbook, referred to in the Opposition.

4. Attached as Exhibit 2 is a copy of the Expert Report of S.P. Kothari, Ph.D., dated July 19, 2013, and Exhibit 1 thereto.

5. Attached as Exhibit 3 is a copy of excerpts of the transcript of the July 26, 2013 Deposition of S.P. Kothari, Ph.D., referred to in the Opposition.

6. Attached as Exhibit 4 is a true and correct excerpt of the Affidavit of Michael W. Miller in Further Support of Approval of First Amended Plan of Rehabilitation, dated December 12, 2012, referred to in the Opposition.

7. Attached as Exhibit 5 is a copy of excerpts of the transcript of the July 12, 2013 Oral Rule 30(B)(6) Deposition of CQS ABS Alpha Master Fund Limited and CQS ABS Master Fund Limited by and Through its Designee David Williams, referred to in the Opposition.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Dated: August 13, 2013
New York, New York

SEWARD & KISSEL LLP
By: /s/ Jeffrey M. Dine
Jeffrey M. Dine

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